

T.SMITH JUN 27 2010

ARTICLES OF INCORPORATION  
OF  
DOWN UNDER DeLAND, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be DOWN UNDER DeLAND, INC.

ARTICLE II

Existence

This corporation shall have perpetual existence.

ARTICLE III

Nature of Business

The general nature of the business to be transacted by this corporation shall be the powers inherent mentioned in Section 607.011 of the Florida Statutes, and in addition thereto, it shall have the following powers:

(a) To engage in any activity or business permitted under the laws of the United States and of this state, including but not limited to, operation of a dive shop.

(b) To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or

privileges necessary, convenient or appropriate for any of the purposes herein expressed.

(c) To purchase, hold sell and re-issue the shares of its own capital stock.

(d) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise to dispose of, and to invest in, deal in and with, goods wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

(e) To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

(f) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

(g) To buy, lease or otherwise acquire, so far as may be permitted by law, as a whole or any part of, the business or goodwill assets of any firm, person, association or corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

(h) To exercise all the powers now granted to this type of

corporation under Florida law and all powers subsequently authorized or granted by law to private corporations, and in general to carry on any lawful business necessary or incidental to the attainment of the objectives enumerated in these Articles of Incorporation, or any amendments thereof, or necessary or incidental to the protection or benefit of this corporation.

(i) The foregoing clauses shall be constructed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, and this corporation shall have the right to engage in and carry on any business not specifically prohibited corporations of this class and character by the laws of the State of Florida.

#### ARTICLE IV

##### Capital Stock

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, having a par value of \$1.00 per share. Each share of stock shall be entitled to one vote, non-cumulative, and shall be subject to such restrictions of transfer thereof as may be hereafter adopted by the shareholders and included in the By-Laws of this corporation.

#### ARTICLE V

##### Initial Capital

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00).

#### ARTICLE VI

##### Location of Business Office, Registered Office and Registered Agent

The business office of this corporation shall be located at 2963 North

Shell Road, DeLand, Florida 32720, and its mailing address shall be the same. The registered office of this corporation shall be located at 2963 North Shell Road, DeLand, Florida 32720, and the Registered Agent of the corporation shall be Christopher Dixon.

ARTICLE VII

Directors

This corporation shall have one (1) director initially, and there shall never be more than five (5) directors. The following is the name and address of the initial director.

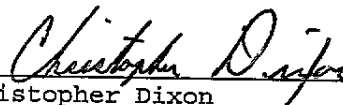
Christopher Dixon  
2963 Shell Road  
DeLand, Florida 32720

ARTICLE VIII

Amendments to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders, by written statement, manifest their intentions that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto set their hands and seals this 13 day of July, 2000.

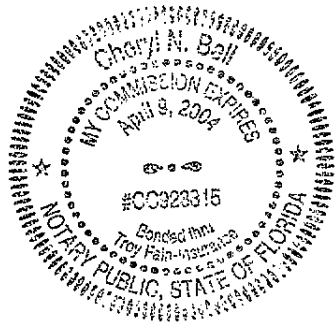
  
\_\_\_\_\_  
Christopher Dixon (SEAL)  
2963 Shell Road  
DeLand, Florida 32720

STATE OF FLORIDA     —  
COUNTY OF VOLUSIA   —

Personally appeared before me, CHRISTOPHER DIXON, who is personally

known to me or who has produced Fla. drivers license #D250-108-61-263-D  
as identification, to me well known to be the person described in and who  
executed the foregoing Articles of Incorporation and he acknowledged before me  
that he signed, sealed and acknowledged the same at the time, place and in the  
manner and for the uses and purposes as therein set forth and contained.

WITNESS my hand and official seal this 13th day of July,  
2000.



Cheryl N. Bell  
Print Name: Cheryl N. Bell  
Notary Public, State of Florida at Large  
My Commission Expires: 4/9/04  
Commission Number: CC923815

ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to  
accept service of process for the above corporation at the place designated in  
this statement hereby accept the appointment as registered agent and agree to  
act in his capacity. I further agree to comply with the provisions of all  
statutes relating to the property and complete performance of my duties, and I  
am familiar with and accept the obligations of my position as registered  
agent.

Christopher Dixon  
Christopher Dixon  
Dated: 7/13/00

FILED  
JUL 27 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA